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My C

Leon A. Alcivar 606 North 5th Street Lantana, FL 33462

August 26, 2005

Florida Department of Revenue Division of Corporations 5050 W. Tallahassee Street Tallahassee, FL 32399-0140

RE: Corporate Filing

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for Bellagio Fountains, Inc.

Please record these articles and return a certified copy for my records. I have enclosed the filing fee of \$78.75 for this purpose.

Thank you for your prompt attention to this matter.

Sincerely,

Leon A. Alcivar

ARTICLES OF INCORPORATION For Bellagio Fountains, Inc.

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

FIRST

The name of the corporation is Bellagio Fountains, Inc.

SECOND

The period of its duration is: perpetual

THIRD

The purpose of the corporation is to provide fountain and water feature installation and service to a variety of businesses and individuals.

FOURTH

The aggregate number of authorized shares is one hundred (100).

FIFTH

The corporation will not commence business until at least \$100.00 dollars have been received by it as consideration for the issuance of shares.

SIXTH

Cumulative voting of shares of stock is authorized.

SEVENTH

Provisions for regulating the internal affairs of the corporation are to be determined by the Board of Directors as they deem necessary from time to time.

These articles of incorporation and the bylaws may be for any other reason with the approval of a majority (51%) of the stockholders.

EIGHTH

The address of the initial registered office of the corporation is: 606 North 5th Street, Lantana, FL 33462

The name of its initial registered agent at such address is: Leon A. Alcivar

NINTH

Address of the principal place of business is: 606 North 5th Street, Lantana, FL 33462

TENTH

The number of directors constituting the initial board of directors of the corporation is one (1), and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Na	me
444	1115

Address

Leon A. Alcivar President/Secretary 606 North 5th Street, Lantana, FL 33462

ELEVENTH

The name and address of each incorporator is:

<u>Name</u>

Address

Leon A. Alcivar President/Secretary 606 North 5th Street, Lantana, FL 33462

Having been named to accept service of process for the above state corporation at the place designated herein, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

eon A. Alcivar

Date: September 1, 2005